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2-021A053

No.

Date

Fee \$

ICC Washington, D. C.

JAN 21 1982

JAN 21 1982 - 1 50 PM
INTERSTATE COMMERCE COMMISSION

January 19, 1982
RECORDATION NO. 8907-B
Filed 1425

JAN 21 1982 - 1 50 PM
INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Division of Recordations
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Emons Industries, Inc.
Recordation No. 8907

Gentlemen:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are three originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. An Amendment, dated as of July 28, 1981, between UTC Equipment Corporation ("UTC") and the Maryland and Pennsylvania Railroad Company ("Railroad"), amending a Lease dated July 21, 1977 between UTC and Railroad. The Lease was filed and recorded by the Commission on July 28, 1977 as Recordation No. 8907. This document should be recorded as Recordation No. 8907-A.

2. Security Agreement, dated as of July 28, 1981, between UTC and Emons Industries, Inc. This document should be recorded as Recordation No. 8907-B.

A check in the amount of \$ 60 has been enclosed with this letter of transmittal to cover the recordation fee.

SLADE PELLMAN & BIEHL

Office of the Secretary
January 19, 1982
Page 2

Please stamp and return the enclosed copy of this letter of transmittal.

If there are any questions with respect to the enclosed, please telephone Michael W. Stamm at this office.

Very truly yours,


SLADE PELLMAN & BIEHL

pg
Enclosures

RECORDATION NO. 8907-A
FILED 1982

JAN 21 1982 - 1 52 PM
INTERSTATE COMMERCE COMMISSION

8907-A
810

LEASE AMENDMENT

AMENDMENT, dated as of July 28, 1981, between UTC EQUIPMENT CORPORATION, a Maryland corporation with an office at Baltimore & St. Paul Streets, Baltimore, Maryland 21203 (the "Lessor"), and THE MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation with an office at 490 East Market Street, York, Pennsylvania (the "Lessee"), to a Lease, dated July 21, 1977, between the Lessor and the Lessee (the "Lease").

WHEREAS, the Lease was filed with the Interstate Commerce Commission on JULY 28, 1977 and accorded Recordation No. 8907 ;

WHEREAS pursuant to the terms of the Lease, as supplemented and amended through the date hereof, the Lessor has leased to the Lessee certain railroad boxcars, including the eighty-five boxcars bearing the identifying numbers set forth on Schedule A annexed hereto;

WHEREAS, the Lessee proposes to change the identifying numbers of the eighty-five boxcars identified on Schedule A, and the Lessor and Lessee wish to amend the Lease to reflect such change in identifying numbers.

NOW, THEREFORE, in consideration of the mutual covenants herein contained the parties hereto hereby agree that the Lease is hereby amended to reflect the assignment of new serial numbers to eighty-five boxcars which are subject to the Lease, all as set forth on Schedule A annexed hereto.

IN WITNESS WHEREOF, each of the parties hereto has caused this instrument to be executed in its corporate name by one of its corporate officers and its corporate seal to be hereunto affixed and attested as of this 28th day of July, 1981.

ATTEST:

Thomas B. Howard

UTC EQUIPMENT CORPORATION

By: George B. Maritz

Title: Vice President

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

ATTEST:

J. M. Paul
Notary

By: R. H. Maltin

Title: Secy & Treas

COMMONWEALTH OF PENNSYLVANIA)

) ss.:

COUNTY OF YORK)

On the 19th day of November, 1981, before me came J. Maltise, to me known, who, being by me duly sworn, did depose and say that he resides at Bedwin, Md.; that he is the Secy. Treasurer of Maryland and Pennsylvania Railroad Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Andrey Zboratowski
Notary Public

MY COMMISSION EXPIRES

JANUARY 31, 1985

YORK, YORK COUNTY, PA.

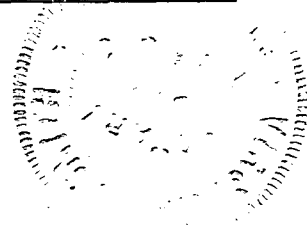
STATE OF)

) ss.:

COUNTY OF)

On the 30th day of October, 1981, before me came George B. Morris, to me known, who being by me duly sworn, did depose and say that he resides at Baltimore Maryland; that he is the Vice President of UTC EQUIPMENT CORPORATION, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Virginia W. Small
Notary Public



SCHEDULE A

Change of serial numbers for 85 boxcars
leased by M&P pursuant to Lease dated
July 21, 1977 with UTC Equipment
Corporation, as supplemented and amended

Old Serial Number

New Serial Number

MPA 9340	CPAA 208604
MPA 9336	CPAA 208605
MPA 9391	CPAA 208606
MPA 9339	CPAA 208607
MPA 9393	CPAA 208608
MPA 9321	CPAA 208609
MPA 9364	CPAA 208610
MPA 9389	CPAA 208611
MPA 9380	CPAA 208612
MPA 9345	CPAA 208613
MPA 9300	CPAA 208614
MPA 9332	CPAA 208615
MPA 9356	CPAA 208616
MPA 9344	CPAA 208617
MPA 9347	CPAA 208618
MPA 9396	CPAA 208619
MPA 9323	CPAA 208620
MPA 9314	CPAA 208621
MPA 9330	CPAA 208622
MPA 9337	CPAA 208623
MPA 9387	CPAA 208624
MPA 9361	CPAA 208625
MPA 9305	CPAA 208626
MPA 9343	CPAA 208627
MPA 9381	CPAA 208628
MPA 9365	CPAA 208629
MPA 9304	CPAA 208630
MPA 9377	CPAA 208631
MPA 9376	CPAA 208632
MPA 9301	CPAA 208633
MPA 9322	CPAA 208634
MPA 9324	CPAA 208577
MPA 9367	CPAA 208578
MPA 9329	CPAA 208579
MPA 9316	CPAA 208580
MPA 9317	CPAA 208581
MPA 9328	CPAA 208582
MPA 9320	CPAA 208583
MPA 9352	CPAA 208584
MPA 9370	CPAA 208585

Old Serial NumberNew Serial Number

MPA 9384	CPAA 208586
MPA 9308	CPAA 208587
MPA 9350	CPAA 208588
MPA 9397	CPAA 208589
MPA 9360	CPAA 208590
MPA 9306	CPAA 208591
MPA 9395	CPAA 208592
MPA 9394	CPAA 208593
MPA 9388	CPAA 208594
MPA 9348	CPAA 208595
MPA 9310	CPAA 208596
MPA 9302	CPAA 208597
MPA 9313	CPAA 208598
MPA 9311	CPAA 208599
MPA 9378	CPAA 208600
MPA 9334	CPAA 208601
MPA 9355	CPAA 208602
MPA 9390	CPAA 208603
MPA 9351	CPAA 208550
MPA 9346	CPAA 208551
MPA 9366	CPAA 208552
MPA 9386	CPAA 208553
MPA 9398	CPAA 208554
MPA 9335	CPAA 208555
MPA 9338	CPAA 208556
MPA 9309	CPAA 208557
MPA 9315	CPAA 208558
MPA 9354	CPAA 208559
MPA 9357	CPAA 208560
MPA 9326	CPAA 208561
MPA 9373	CPAA 208562
MPA 9379	CPAA 208563
MPA 9349	CPAA 208564
MPA 9359	CPAA 208565
MPA 9341	CPAA 208566
MPA 9372	CPAA 208567
MPA 9382	CPAA 208568
MPA 9331	CPAA 208569
MPA 9375	CPAA 208570
MPA 9392	CPAA 208571
MPA 9399	CPAA 208572
MPA 9319	CPAA 208573
MPA 9374	CPAA 208574
MPA 9385	CPAA 208575
MPA 9325	CPAA 208576